

RECORDATION NO. 27036 ^{AA} FILED

FEB 27 '08 - 4 45 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 27, 2008

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: TRIP 9th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of February 27, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-Z.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Anne K. Quinlan, Esq.
February 27, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

460 railcars within the following series (as more particularly set forth in the attachment to the document):

TILX 034144 – TILX 034212
TILX 641596 – TILX 641751
TILX 641755 – TILX 642048 (inclusive)
TILX 649110 – TILX 649228

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a checkmark to the left.

Robert W. Alvord

RWA/anm
Enclosures

FEB 27 '08

-4 4 5 PM

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

TRINITY NORTH AMERICAN FREIGHT CAR, INC., a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of August 23, 2007 among the Seller, the Buyer and, TRINITY INDUSTRIES LEASING COMPANY ("TILC") (solely with respect to Sections 2.7, 3.2, 3.3, 3.4, 3.17(y), 3.17(z), 3.19, 4.4 and 6.8), at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (z) certain other assets set forth on Schedule C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

* * *

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 2nd day of February, 2008.

TRINITY NORTH AMERICAN FREIGHT
CAR, INC

By: 

Name: James E. Perry

Title: Treasurer

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC, its Managing
Member

By: Trinity Industries Leasing Company,
its Manager

By: 

Name: Thomas C. Jardine

Title: Vice President

ACKNOWLEDGMENT

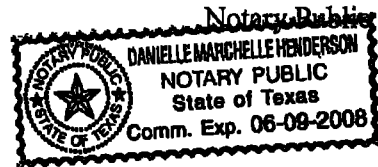
STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James E. Perry, who upon oath, acknowledged himself to be Treasurer of TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY NORTH AMERICAN FREIGHT CAR, INC.

WITNESS my hand and official seal this 27th day of February, 2008.

Danielle Henderson

MY COMMISSION EXPIRES: 6/9/08



ACKNOWLEDGMENT

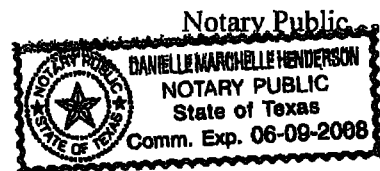
STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Thomas C. Jardine, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Rail Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Rail Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the Delaware corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 27th day of February, 2008.

Danielle Henderson

MY COMMISSION EXPIRES: 6/9/08



SCHEDULE A
to Bill of Sale and Assignment
and Assumption Agreement

RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;
PURCHASE AMOUNT¹

[see attached]

¹ Purchase Amount: The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

TRIP RAIL LEASING LLC

Close 9

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX649110	43830	February-08	Freight
2	TILX649111	43830	February-08	Freight
3	TILX649112	43830	February-08	Freight
4	TILX649115	43830	February-08	Freight
5	TILX649116	43830	February-08	Freight
6	TILX649117	43830	February-08	Freight
7	TILX649118	43830	February-08	Freight
8	TILX649119	43830	February-08	Freight
9	TILX649120	43830	February-08	Freight
10	TILX649121	43830	February-08	Freight
11	TILX649122	43830	February-08	Freight
12	TILX649123	43830	February-08	Freight
13	TILX649124	43830	February-08	Freight
14	TILX649125	43830	February-08	Freight
15	TILX649126	43830	February-08	Freight
16	TILX649127	43830	February-08	Freight
17	TILX649128	43830	February-08	Freight
18	TILX649129	43830	February-08	Freight
19	TILX649130	43830	February-08	Freight
20	TILX649131	43830	February-08	Freight
21	TILX649132	43830	February-08	Freight
22	TILX649134	43830	February-08	Freight
23	TILX649135	43830	February-08	Freight
24	TILX649136	43830	February-08	Freight
25	TILX649137	43830	February-08	Freight
26	TILX649138	43830	February-08	Freight
27	TILX649139	43830	February-08	Freight
28	TILX649140	43830	February-08	Freight
29	TILX649141	43830	February-08	Freight
30	TILX649142	43830	February-08	Freight
31	TILX649143	43830	February-08	Freight
32	TILX649144	43830	February-08	Freight
33	TILX649145	43830	February-08	Freight
34	TILX649146	43830	February-08	Freight
35	TILX649147	43830	February-08	Freight
36	TILX649148	43830	February-08	Freight
37	TILX649149	43830	February-08	Freight
38	TILX649150	43830	February-08	Freight
39	TILX649151	43830	February-08	Freight
40	TILX649152	43830	February-08	Freight
41	TILX649153	43830	February-08	Freight
42	TILX649154	43830	February-08	Freight
43	TILX649155	43830	February-08	Freight
44	TILX649156	43830	February-08	Freight
45	TILX649157	43830	February-08	Freight
46	TILX649158	43830	February-08	Freight

TRIP RAIL LEASING LLC

Close 9

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
47	TILX649159	43830	February-08	Freight
48	TILX649160	43830	February-08	Freight
49	TILX649161	43830	February-08	Freight
50	TILX649162	43830	February-08	Freight
51	TILX649163	43830	February-08	Freight
52	TILX649164	43830	February-08	Freight
53	TILX649169	43830	February-08	Freight
54	TILX649171	43830	February-08	Freight
55	TILX649172	43830	February-08	Freight
56	TILX649173	43830	February-08	Freight
57	TILX649174	43830	February-08	Freight
58	TILX649176	43830	February-08	Freight
59	TILX649177	43830	February-08	Freight
60	TILX649179	43830	February-08	Freight
61	TILX649180	43830	February-08	Freight
62	TILX649181	43830	February-08	Freight
63	TILX649182	43830	February-08	Freight
64	TILX649184	43830	February-08	Freight
65	TILX649185	43830	February-08	Freight
66	TILX649191	43830	January-08	Freight
67	TILX649192	43830	January-08	Freight
68	TILX649193	43830	January-08	Freight
69	TILX649194	43830	January-08	Freight
70	TILX649195	43830	January-08	Freight
71	TILX649196	43830	January-08	Freight
72	TILX649197	43830	January-08	Freight
73	TILX649198	43830	January-08	Freight
74	TILX649199	43830	January-08	Freight
75	TILX649200	43830	January-08	Freight
76	TILX649201	43830	January-08	Freight
77	TILX649202	43830	January-08	Freight
78	TILX649203	43830	January-08	Freight
79	TILX649204	43830	January-08	Freight
80	TILX649205	43830	January-08	Freight
81	TILX649206	43830	January-08	Freight
82	TILX649207	43830	January-08	Freight
83	TILX649208	43830	January-08	Freight
84	TILX649209	43830	January-08	Freight
85	TILX649210	43830	January-08	Freight
86	TILX649211	43830	January-08	Freight
87	TILX649212	43830	January-08	Freight
88	TILX649213	43830	January-08	Freight
89	TILX649214	43830	January-08	Freight
90	TILX649215	43830	February-08	Freight
91	TILX649216	43830	January-08	Freight
92	TILX649217	43830	January-08	Freight

TRIP RAIL LEASING LLC

Close 9

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
93	TILX649218	43830	January-08	Freight
94	TILX649219	43830	January-08	Freight
95	TILX649220	43830	January-08	Freight
96	TILX649221	43830	January-08	Freight
97	TILX649222	43830	January-08	Freight
98	TILX649223	43830	January-08	Freight
99	TILX649224	43830	January-08	Freight
100	TILX649225	43830	January-08	Freight
101	TILX649226	43830	January-08	Freight
102	TILX649227	43830	January-08	Freight
103	TILX649228	43830	January-08	Freight
104	TILX034144	43669	November-07	Freight
105	TILX034151	43669	November-07	Freight
106	TILX034158	43669	December-07	Freight
107	TILX034159	43669	December-07	Freight
108	TILX034160	43669	December-07	Freight
109	TILX034161	43669	November-07	Freight
110	TILX034166	43669	December-07	Freight
111	TILX034167	43669	December-07	Freight
112	TILX034175	43669	December-07	Freight
113	TILX034177	43669	November-07	Freight
114	TILX034179	43669	December-07	Freight
115	TILX034180	43669	November-07	Freight
116	TILX034181	43669	December-07	Freight
117	TILX034183	43669	December-07	Freight
118	TILX034188	43669	December-07	Freight
119	TILX034190	43669	November-07	Freight
120	TILX034191	43669	November-07	Freight
121	TILX034196	43669	November-07	Freight
122	TILX034198	43669	December-07	Freight
123	TILX034202	43669	November-07	Freight
124	TILX034203	43669	November-07	Freight
125	TILX034204	43669	November-07	Freight
126	TILX034206	43669	November-07	Freight
127	TILX034207	43669	December-07	Freight
128	TILX034208	43669	November-07	Freight
129	TILX034209	43669	December-07	Freight
130	TILX034210	43669	November-07	Freight
131	TILX034211	43669	November-07	Freight
132	TILX034212	43669	December-07	Freight
133	TILX641596	38276	December-07	Freight
134	TILX641641	38276	December-07	Freight
135	TILX641667	38276	December-07	Freight
136	TILX641680	38276	November-07	Freight
137	TILX641685	38276	December-07	Freight
138	TILX641693	38276	November-07	Freight

TRIP RAIL LEASING LLC

Close 9

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
139	TILX641694	38276	November-07	Freight
140	TILX641695	38276	November-07	Freight
141	TILX641696	38276	November-07	Freight
142	TILX641700	38276	December-07	Freight
143	TILX641704	38276	November-07	Freight
144	TILX641705	38276	December-07	Freight
145	TILX641706	38276	November-07	Freight
146	TILX641710	38276	December-07	Freight
147	TILX641712	38276	November-07	Freight
148	TILX641714	38276	December-07	Freight
149	TILX641720	38276	December-07	Freight
150	TILX641721	38276	December-07	Freight
151	TILX641726	38276	December-07	Freight
152	TILX641730	38276	December-07	Freight
153	TILX641731	38276	December-07	Freight
154	TILX641733	38276	December-07	Freight
155	TILX641736	38276	December-07	Freight
156	TILX641738	38276	December-07	Freight
157	TILX641739	38276	December-07	Freight
158	TILX641741	38276	December-07	Freight
159	TILX641742	38276	December-07	Freight
160	TILX641743	38276	December-07	Freight
161	TILX641745	38276	December-07	Freight
162	TILX641747	38276	December-07	Freight
163	TILX641748	38276	December-07	Freight
164	TILX641749	38276	December-07	Freight
165	TILX641750	38276	December-07	Freight
166	TILX641751	38276	December-07	Freight
167	TILX641755	38276	December-07	Freight
168	TILX641756	38276	December-07	Freight
169	TILX641757	38276	December-07	Freight
170	TILX641758	38276	December-07	Freight
171	TILX641759	38276	December-07	Freight
172	TILX641760	38276	December-07	Freight
173	TILX641761	38276	December-07	Freight
174	TILX641762	38276	December-07	Freight
175	TILX641763	38276	December-07	Freight
176	TILX641764	38276	December-07	Freight
177	TILX641765	38276	December-07	Freight
178	TILX641766	38276	December-07	Freight
179	TILX641767	38276	January-08	Freight
180	TILX641768	38276	December-07	Freight
181	TILX641769	38276	December-07	Freight
182	TILX641770	38276	December-07	Freight
183	TILX641771	38276	December-07	Freight
184	TILX641772	38276	December-07	Freight

TRIP RAIL LEASING LLC

Close 9

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
185	TILX641773	38276	December-07	Freight
186	TILX641774	38276	December-07	Freight
187	TILX641775	38276	December-07	Freight
188	TILX641776	38276	December-07	Freight
189	TILX641777	38276	December-07	Freight
190	TILX641778	38276	December-07	Freight
191	TILX641779	38276	December-07	Freight
192	TILX641780	38276	December-07	Freight
193	TILX641781	38276	December-07	Freight
194	TILX641782	38276	December-07	Freight
195	TILX641783	38276	December-07	Freight
196	TILX641784	38276	December-07	Freight
197	TILX641785	38276	December-07	Freight
198	TILX641786	38276	December-07	Freight
199	TILX641787	38276	December-07	Freight
200	TILX641788	38276	December-07	Freight
201	TILX641789	38276	December-07	Freight
202	TILX641790	38276	December-07	Freight
203	TILX641791	38276	December-07	Freight
204	TILX641792	38276	December-07	Freight
205	TILX641793	38276	December-07	Freight
206	TILX641794	38276	December-07	Freight
207	TILX641795	38276	December-07	Freight
208	TILX641796	38276	December-07	Freight
209	TILX641797	38276	December-07	Freight
210	TILX641798	38276	December-07	Freight
211	TILX641799	38276	December-07	Freight
212	TILX641800	38276	December-07	Freight
213	TILX641801	38276	December-07	Freight
214	TILX641802	38276	January-08	Freight
215	TILX641803	38276	January-08	Freight
216	TILX641804	38276	December-07	Freight
217	TILX641805	38276	January-08	Freight
218	TILX641806	38276	December-07	Freight
219	TILX641807	38276	January-08	Freight
220	TILX641808	38276	December-07	Freight
221	TILX641809	38276	December-07	Freight
222	TILX641810	38276	December-07	Freight
223	TILX641811	38276	December-07	Freight
224	TILX641812	38276	December-07	Freight
225	TILX641813	38276	December-07	Freight
226	TILX641814	38276	December-07	Freight
227	TILX641815	38276	December-07	Freight
228	TILX641816	38276	December-07	Freight
229	TILX641817	38276	December-07	Freight
230	TILX641818	38276	December-07	Freight

TRIP RAIL LEASING LLC

Close 9

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
231	TILX641819	38276	December-07	Freight
232	TILX641820	38276	December-07	Freight
233	TILX641821	38276	December-07	Freight
234	TILX641822	38276	December-07	Freight
235	TILX641823	38276	December-07	Freight
236	TILX641824	38276	December-07	Freight
237	TILX641825	38276	December-07	Freight
238	TILX641826	38276	December-07	Freight
239	TILX641827	38276	December-07	Freight
240	TILX641828	38276	December-07	Freight
241	TILX641829	38276	December-07	Freight
242	TILX641830	38276	December-07	Freight
243	TILX641831	38276	December-07	Freight
244	TILX641832	38276	December-07	Freight
245	TILX641833	38276	December-07	Freight
246	TILX641834	38276	December-07	Freight
247	TILX641835	38276	December-07	Freight
248	TILX641836	38276	December-07	Freight
249	TILX641837	38276	December-07	Freight
250	TILX641838	38276	January-08	Freight
251	TILX641839	38276	December-07	Freight
252	TILX641840	38276	January-08	Freight
253	TILX641841	38276	December-07	Freight
254	TILX641842	38276	December-07	Freight
255	TILX641843	38276	December-07	Freight
256	TILX641844	38276	December-07	Freight
257	TILX641845	38276	December-07	Freight
258	TILX641846	38276	December-07	Freight
259	TILX641847	38276	December-07	Freight
260	TILX641848	38276	December-07	Freight
261	TILX641849	38276	December-07	Freight
262	TILX641850	38276	January-08	Freight
263	TILX641851	38276	January-08	Freight
264	TILX641852	38276	December-07	Freight
265	TILX641853	38276	December-07	Freight
266	TILX641854	38276	December-07	Freight
267	TILX641855	38276	January-08	Freight
268	TILX641856	38276	January-08	Freight
269	TILX641857	38276	December-07	Freight
270	TILX641858	38276	December-07	Freight
271	TILX641859	38276	December-07	Freight
272	TILX641860	38276	January-08	Freight
273	TILX641861	38276	January-08	Freight
274	TILX641862	38276	January-08	Freight
275	TILX641863	38276	December-07	Freight
276	TILX641864	38276	January-08	Freight

TRIP RAIL LEASING LLC

Close 9

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
277	TILX641865	38276	January-08	Freight
278	TILX641866	38276	January-08	Freight
279	TILX641867	38276	January-08	Freight
280	TILX641868	38276	December-07	Freight
281	TILX641869	38276	January-08	Freight
282	TILX641870	38276	January-08	Freight
283	TILX641871	38276	December-07	Freight
284	TILX641872	38276	January-08	Freight
285	TILX641873	38276	January-08	Freight
286	TILX641874	38276	January-08	Freight
287	TILX641875	38276	January-08	Freight
288	TILX641876	38276	January-08	Freight
289	TILX641877	38276	January-08	Freight
290	TILX641878	38276	January-08	Freight
291	TILX641879	38276	December-07	Freight
292	TILX641880	38276	December-07	Freight
293	TILX641881	38276	January-08	Freight
294	TILX641882	38276	January-08	Freight
295	TILX641883	38276	January-08	Freight
296	TILX641884	38276	January-08	Freight
297	TILX641885	38276	January-08	Freight
298	TILX641886	38276	January-08	Freight
299	TILX641887	38276	December-07	Freight
300	TILX641888	38276	December-07	Freight
301	TILX641889	38276	January-08	Freight
302	TILX641890	38276	January-08	Freight
303	TILX641891	38276	January-08	Freight
304	TILX641892	38276	January-08	Freight
305	TILX641893	38276	January-08	Freight
306	TILX641894	38276	December-07	Freight
307	TILX641895	38276	January-08	Freight
308	TILX641896	38276	January-08	Freight
309	TILX641897	38276	December-07	Freight
310	TILX641898	38276	January-08	Freight
311	TILX641899	38276	December-07	Freight
312	TILX641900	38276	January-08	Freight
313	TILX641901	38276	January-08	Freight
314	TILX641902	38276	December-07	Freight
315	TILX641903	38276	January-08	Freight
316	TILX641904	38276	December-07	Freight
317	TILX641905	38276	January-08	Freight
318	TILX641906	38276	January-08	Freight
319	TILX641907	38276	January-08	Freight
320	TILX641908	38276	January-08	Freight
321	TILX641909	38276	January-08	Freight
322	TILX641910	38276	January-08	Freight

TRIP RAIL LEASING LLC

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Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
323	TILX641911	38276	January-08	Freight
324	TILX641912	38276	January-08	Freight
325	TILX641913	38276	January-08	Freight
326	TILX641914	38276	January-08	Freight
327	TILX641915	38276	January-08	Freight
328	TILX641916	38276	January-08	Freight
329	TILX641917	38276	January-08	Freight
330	TILX641918	38276	January-08	Freight
331	TILX641919	38276	January-08	Freight
332	TILX641920	38276	January-08	Freight
333	TILX641921	38276	January-08	Freight
334	TILX641922	38276	January-08	Freight
335	TILX641923	38276	January-08	Freight
336	TILX641924	38276	January-08	Freight
337	TILX641925	38276	January-08	Freight
338	TILX641926	38276	January-08	Freight
339	TILX641927	38276	January-08	Freight
340	TILX641928	38276	January-08	Freight
341	TILX641929	38276	January-08	Freight
342	TILX641930	38276	January-08	Freight
343	TILX641931	38276	January-08	Freight
344	TILX641932	38276	January-08	Freight
345	TILX641933	38276	January-08	Freight
346	TILX641934	38276	January-08	Freight
347	TILX641935	38276	January-08	Freight
348	TILX641936	38276	January-08	Freight
349	TILX641937	38276	January-08	Freight
350	TILX641938	38276	January-08	Freight
351	TILX641939	38276	January-08	Freight
352	TILX641940	38276	January-08	Freight
353	TILX641941	38276	January-08	Freight
354	TILX641942	38276	January-08	Freight
355	TILX641943	38276	January-08	Freight
356	TILX641944	38276	January-08	Freight
357	TILX641945	38276	January-08	Freight
358	TILX641946	38276	January-08	Freight
359	TILX641947	38276	January-08	Freight
360	TILX641948	38276	January-08	Freight
361	TILX641949	38276	January-08	Freight
362	TILX641950	38276	January-08	Freight
363	TILX641951	38276	January-08	Freight
364	TILX641952	38276	January-08	Freight
365	TILX641953	38276	January-08	Freight
366	TILX641954	38276	January-08	Freight
367	TILX641955	38276	January-08	Freight
368	TILX641956	38276	January-08	Freight

TRIP RAIL LEASING LLC

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Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
369	TILX641957	38276	January-08	Freight
370	TILX641958	38276	January-08	Freight
371	TILX641959	38276	January-08	Freight
372	TILX641960	38276	January-08	Freight
373	TILX641961	38276	February-08	Freight
374	TILX641962	38276	January-08	Freight
375	TILX641963	38276	January-08	Freight
376	TILX641964	38276	January-08	Freight
377	TILX641965	38276	January-08	Freight
378	TILX641966	38276	January-08	Freight
379	TILX641967	38276	January-08	Freight
380	TILX641968	38276	January-08	Freight
381	TILX641969	38276	January-08	Freight
382	TILX641970	38276	January-08	Freight
383	TILX641971	38276	January-08	Freight
384	TILX641972	38276	January-08	Freight
385	TILX641973	38276	February-08	Freight
386	TILX641974	38276	January-08	Freight
387	TILX641975	38276	January-08	Freight
388	TILX641976	38276	February-08	Freight
389	TILX641977	38276	January-08	Freight
390	TILX641978	38276	January-08	Freight
391	TILX641979	38276	February-08	Freight
392	TILX641980	38276	January-08	Freight
393	TILX641981	38276	January-08	Freight
394	TILX641982	38276	January-08	Freight
395	TILX641983	38276	February-08	Freight
396	TILX641984	38276	January-08	Freight
397	TILX641985	38276	January-08	Freight
398	TILX641986	38276	January-08	Freight
399	TILX641987	38276	January-08	Freight
400	TILX641988	38276	January-08	Freight
401	TILX641989	38276	January-08	Freight
402	TILX641990	38276	January-08	Freight
403	TILX641991	38276	January-08	Freight
404	TILX641992	38276	January-08	Freight
405	TILX641993	38276	January-08	Freight
406	TILX641994	38276	January-08	Freight
407	TILX641995	38276	January-08	Freight
408	TILX641996	38276	February-08	Freight
409	TILX641997	38276	January-08	Freight
410	TILX641998	38276	January-08	Freight
411	TILX641999	38276	January-08	Freight
412	TILX642000	38276	February-08	Freight
413	TILX642001	38276	February-08	Freight
414	TILX642002	38276	February-08	Freight

TRIP RAIL LEASING LLC

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Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
415	TILX642003	38276	January-08	Freight
416	TILX642004	38276	February-08	Freight
417	TILX642005	38276	February-08	Freight
418	TILX642006	38276	February-08	Freight
419	TILX642007	38276	February-08	Freight
420	TILX642008	38276	January-08	Freight
421	TILX642009	38276	February-08	Freight
422	TILX642010	38276	February-08	Freight
423	TILX642011	38276	January-08	Freight
424	TILX642012	38276	February-08	Freight
425	TILX642013	38276	January-08	Freight
426	TILX642014	38276	February-08	Freight
427	TILX642015	38276	February-08	Freight
428	TILX642016	38276	February-08	Freight
429	TILX642017	38276	February-08	Freight
430	TILX642018	38276	January-08	Freight
431	TILX642019	38276	January-08	Freight
432	TILX642020	38276	January-08	Freight
433	TILX642021	38276	January-08	Freight
434	TILX642022	38276	January-08	Freight
435	TILX642023	38276	January-08	Freight
436	TILX642024	38276	January-08	Freight
437	TILX642025	38276	January-08	Freight
438	TILX642026	38276	January-08	Freight
439	TILX642027	38276	February-08	Freight
440	TILX642028	38276	January-08	Freight
441	TILX642029	38276	February-08	Freight
442	TILX642030	38276	January-08	Freight
443	TILX642031	38276	January-08	Freight
444	TILX642032	38276	February-08	Freight
445	TILX642033	38276	January-08	Freight
446	TILX642034	38276	January-08	Freight
447	TILX642035	38276	January-08	Freight
448	TILX642036	38276	January-08	Freight
449	TILX642037	38276	January-08	Freight
450	TILX642038	38276	January-08	Freight
451	TILX642039	38276	January-08	Freight
452	TILX642040	38276	February-08	Freight
453	TILX642041	38276	January-08	Freight
454	TILX642042	38276	February-08	Freight
455	TILX642043	38276	February-08	Freight
456	TILX642044	38276	February-08	Freight
457	TILX642045	38276	January-08	Freight
458	TILX642046	38276	January-08	Freight
459	TILX642047	38276	February-08	Freight
460	TILX642048	38276	January-08	Freight

SCHEDULE B
to Bill of Sale and Assignment
and Assumption Agreement

LEASES

[see attached]

Schedule B

Leases

1. One hundred three (103) units identified with marks TILX 649110 – 649112, TILX 649115 – 649132, TILX 649134 – 349164, TILX 649169, TILX 649171 – 649174, TILX 649176 – 649177, TILX 649179 – 649182, TILX 649184 – 649185, and TILX 649191 – 649228 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 25, 2007 between Trinity Industries Leasing Company and Heartland Grain Fuels, LP.
2. Twenty-nine (29) units identified with marks TILX 34144, TILX 34151, TILX 34158 – 34161, TILX 34166 – 34167, TILX 34175, TILX 34177, TILX 34179 -34181, TILX 34183, TILX 34188, TILX 34190 – 34191, TILX 34196, TILX 34198, TILX 34202 – 34204, and TILX 34206 – 34212 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 12, 2007 between Trinity Industries Leasing Company and Texas Lehigh Cement Company, LP.
3. Seventy-eight (78) units identified with marks TILX 641596, TILX 641641, TILX 641667, TILX 641680, TILX 641685, TILX 641693 – 641696, TILX 641700, TILX 641704 – 641706, TILX 641710, TILX 641712, TILX 641714, TILX 641720 – 641721, TILX 641726, TILX 641730 – 641731, TILX 641733, TILX 641736, TILX 641738 – 641739, TILX 641741 – 641743, TILX 641745, TILX 641747 – 641751, TILX 641755 – 641798 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated December 1, 2006 between Trinity Industries Leasing Company and Verasun Marketing, LLC.
4. Two hundred fifty (250) units identified with marks TILX 641799 – 642048 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated December 1, 2006 between Trinity Industries Leasing Company and Verasun Marketing, LLC.

SCHEDULE C

OTHER TRANSFERRED ASSETS

None

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/27/08



Robert W. Alvord